

**JEWISH COMMUNITY CENTER OF LONG BEACH ISLAND**  
**CONSTITUTION**

**NAME**

The name of the congregation shall be the Jewish Community Center of Long Beach Island (“JCC” or “Congregation”).

**PURPOSE**

Guided by tradition and contemporary Conservative Judaism, the JCC of LBI is an open, inclusive, and inviting home for all. It is presently non-affiliated. We connect to our heritage, the Jewish people, Israel and G-D through prayer, learning, acts of kindness, friendship and celebration with community spirit.

**ARTICLE I. ADMINISTRATION AND FISCAL YEAR**

Section A. Governing Documents. This Constitution and any Bylaws pertaining hereto shall serve as the governing documents (hereinafter “Governing Documents”) guiding the conduct of the Congregation and its Board of Trustees. Neither of these Documents may supersede the laws of the State of New Jersey which shall be controlling.

Section B. Fiscal Year. The JCC’s Fiscal Year shall end on December 31<sup>st</sup> .

Section C. Administration of JCC. Subject to all applicable provisions of this Constitution and any Bylaws duly adopted by the Board (hereinafter defined), the administration of the affairs of this JCC shall be vested in a Board of Trustees and Officers (jointly referred to as the “Board”) duly elected or designated as hereinafter provided. Individually, the Trustees shall be hereinafter referred to as the “Trustees” and the Officers shall be hereinafter referred to as the “Officers.”

Section D. Notice. Any requirement for a notice, written notice, or letter can be satisfied by a letter or email unless otherwise required by New Jersey law.

## **ARTICLE II. MEMBERSHIP**

### Section A.

1. Eligibility. Any person of the Jewish faith 18 years of age or older, and the spouse or significant other of that person as determined by the IRS, whether Jewish or not, shall be eligible for membership.
2. Types of Membership. Family unit memberships shall be extended to same sex or married couples, with or without dependent children, and individual memberships shall be extended to single persons. Conditions of membership shall be determined by the Board.
3. Role of Board. Applicants are subject to approval by the Board. Members may be designated as Honorary upon majority vote of the Board. They shall not pay dues and may not hold office or vote.
4. Honorary Members. For purposes of this paragraph the term "Honorary" shall mean a distinction, status, or award given by the Board without the person bestowed with the honor being required to fulfill all the JCC requirements.
5. Lifelong Non-dues Paying Members. Lifelong non-dues paying members shall be treated the same as Honorary members. A person currently designated a "life-long non-dues paying member" shall be grandfathered and not subject to the penultimate sentence.

### Section B. Voting.

1. For purposes of voting, "family unit membership" shall include same sex or married couples, with or without dependent children, each family unit having one vote.
2. Each "individual member" (with or without dependent children) shall be entitled to one vote.
3. Each member who votes shall be in good standing (defined hereinbelow).
4. A simple majority vote by open ballot will be the usual method at both annual and Board meetings, except for contested elections for Officers and Trustees and for

sensitive personnel matters at Board meetings, in which case a closed ballot will be used.

5. If a vote may impinge on an individual's rights such as removal from Board or for any other matter, that vote shall be two-thirds plus one of the voting Board members present and may be by closed ballot if requested by two-thirds of the voting Board members present.
6. Votes may be yes, no or abstention which is not counted in voting.
7. Proxy voting shall not be allowed at any meeting. Only those physically present or attending a Board meeting by phone may vote.

Section C. Powers. The membership shall have the responsibility and power to elect Officers and Trustees. The Board shall have the power to adopt Bylaws, determine policies and set up committees for conducting the affairs of the Congregation as provided for herein, and to set membership dues and assessments.

Section D. Sale of Real Estate. The Board shall not have the power to sell any real estate owned by the JCC except in accordance with the following procedure:

1. A special meeting of the Board is held upon thirty (30) days written notice for the purpose of voting on the proposed sale;
2. A favorable vote of three-fourths of the number of Board members qualified to vote occurs. All voting members must be present to vote. No proxy voting is allowed; and
3. A favorable vote occurs at the next annual meeting, or at a special membership meeting held only during the months of May through September, of three-fourths of all members in good standing present at the meeting provided 30 days written notice of the meeting to vote on the proposed sale has been given to the membership.

### **ARTICLE III. OFFICERS AND BOARD OF TRUSTEES**

Section A. Composition. The affairs of the Congregation shall be conducted and

managed by a Board consisting of nine (9) Trustees and five (5) Officers elected by the membership, the immediate past president, and one representative selected from and by Sisterhood and one representative selected from and by the Men's Club when they have met the criteria required to be represented on the Board. The immediate past president may vote. The Sisterhood and Men's Club representatives may vote. The Rabbi and Executive Director (if such or the equivalent exists) may participate in debate as non-voting members of the Board. This provision shall not take effect until the 2019 Annual meeting.

Subject to all provisions of this Constitution and of the applicable provisions of law, the Board shall have absolute control and management of the affairs and property of the JCC and shall adopt and cause to be executed all measures, including but not limited to Bylaws, which they deem necessary to promote the interests of the JCC.

#### Section B.

1. Term of Office. Officers and Trustees shall be elected at the annual meeting for terms of two (2) years each, with the terms of not less than four (4) of the Trustees expiring each year.
2. Term Limits. Term limits will be a maximum of three (3) consecutive terms for the Officers and Trustees. No Board member may succeed himself/herself after three (3) consecutive terms of two (2) years each until at least one (1) year shall have elapsed after his/her last term.
3. Waiver. The Board, upon approval of two-thirds of Board members eligible to vote, may on a case by case basis waive the term limit requirement for good and sufficient reasons.
4. Good Standing. Membership, voting, and a quorum on the Board will be limited to members in good standing. Voting and a quorum at Congregation meetings will be limited to members in good standing. ("good standing" shall mean that dues and assessments must be paid up or paid in accordance with hardship committee arrangements by the annual meeting or by the date of their

appointment.) If any member of the Board ceases to be a member in good standing of the Congregation for any reason whatsoever, he or she shall forthwith cease to be a member of the Board.

Section C. Vacancies. Mid-term vacancies on the Board may be filled by majority vote of the Board for the unexpired term. In event of a vacancy, the President shall propose a candidate(s) for the Board's consideration. Notice of the names of candidate(s) proposed shall be communicated in writing or by email to all Board members at least fifteen (15) days prior to a vote by the Board to fill the vacancy.

Section D. Officers. The current Officers of the Congregation shall include a President, First and Second Vice Presidents, a Treasurer, and a Secretary.

The Board upon recommendation of the President may revise up or down the number of Officers and Trustees as it may from time to time deem necessary. Additionally, the Board may establish a procedure for succession of Officers.

Section E. Nominations for Annual Elections. The President shall appoint the immediate past President as chairperson who will select at least two additional members of the Board and two non-Board members of the Congregation in good standing to serve as a Nominating Committee. The President shall send a letter to the members of the Congregation explaining the process for nominations. Members who wish to be nominated or who know of another member who is willing to be nominated should inform the Nominating Committee Chairperson. The names of candidates proposed by the Nominating Committee shall be presented to the Board at its June meeting. Additional nominations may be made by any Board member at the Board's July meeting, provided there is written or oral consent from the person being nominated. The notice of the meeting sent to Board members shall state explicitly that nomination of candidates for election as Officers and Trustees is to take place. Additional nominations may also be made by any member in good standing at least thirty (30) days before the annual membership meeting, provided there is written or oral consent from the person being nominated. The Committee will vet all nominees before they

select their nominees. Nominations from the floor at the annual meeting are not permitted.

#### **ARTICLE IV. MEETINGS**

Section A. Congregation. An annual meeting of the Congregation shall be held on the second Sunday in August unless the Board has to change the date for special circumstances. Written notice of the meeting shall include the time, place and names of candidates nominated for election as Officers and Trustees and shall be sent at least fifteen (15) days prior to the date set for the meeting. Notice of the meeting, signed by the Secretary, shall also be posted in public view at the place of the meeting.

Section B. Board. The Board shall hold regularly scheduled meetings monthly, unless the Board shall otherwise determine. Congregation members are invited to attend Board meetings if they wish as observers, or to be on the agenda to discuss any matter concerning the Congregation, provided that the proposed subject matter for discussion is received by the President at least five (5) days in advance of the meeting. All members of the Congregation are entitled to receive an e-mailed copy of the proposed agenda. Those in attendance to make a Committee report or bring up a matter of concern to the Congregation as specified hereinabove will be put on the agenda with the permission of the President. Otherwise, they cannot speak at the meeting without the President's permission and will be asked to leave the room for executive or closed session. Minutes of all executive/closed sessions shall be recorded, such minutes shall be considered and marked "confidential" and kept in a safe and secure place in the JCC office until released to the public.

Board members are expected to maintain confidentiality on matters discussed in executive/closed session, i.e., not discuss them with non-Board members.

#### Section C. Special Meetings

1. Congregation. Special meetings of the Congregation may be called with not less than ten (10) days notice by the President. The President shall call a

special meeting upon presentation of a written petition signed by ten (10) percent of the members of the Congregation or by a majority of the Board. Notice for a special meeting shall state the time, place and specific purpose of the meeting. No other business shall be conducted at that meeting.

2. Trustees. The President may call special meetings of the Officers and Trustees for any specific purpose he/she deems necessary. The President or the First Vice President in the absence of the President shall call a special meeting of the Board if requested by a majority of the Board members in good standing. No other business shall be conducted at that meeting other than the specified purpose.

Section D. Quorum. Ten (10) percent of the membership shall constitute a quorum at membership meetings. Fifty (50) percent of the voting Board members shall constitute a quorum at its meetings.

Section E. Parliamentary Procedure. Robert's Rules of Order shall serve as a guide for parliamentary procedure in the conduct of all meetings. However, the Constitution shall control.

## **ARTICLE V. COMMITTEES**

Section A. Executive Committee.

1. President's Responsibilities. The President shall establish an Executive Committee and preside at meetings of the Committee which shall be held at such times as deemed necessary by the President or First Vice President in the absence of the President.
2. Executive Committee. Membership of the Executive Committee shall be all Officers, and Immediate Past President, who may vote, and Executive Director or equivalent who may not vote.
3. Absence of President. Only the President or Vice President in the absence of the President may call meetings of the Executive Committee.
4. Role of Committee. This Committee will be responsible for the administration of

the business of the JCC between regular Board meetings for items of an emergency nature or otherwise deemed necessary by the Committee.

5. Minutes. Minutes of all Executive Committee meetings shall be recorded and shall be considered and marked “confidential” and kept in a safe and secure place in the JCC office.
6. Inform Board. The President shall report actions of the Executive Committee at the next Board meeting.

Section B. Sisterhood and Men’s Club. Sisterhood and Men’s Club are integral and unincorporated organizations which are part of and operating arms of the JCC and are required to comply with all Bylaws that apply to their respective organizations. All members of Sisterhood and Men’s Club must be members of the Congregation.

Section C. Other Committee. The President may form such other Committees, standing or ad hoc, as he/she deems necessary.

## **ARTICLE VI. CONDUCT**

The Board shall establish a fair and equitable procedure for removal of Officers and Trustees from the Board for cause, as outlined in the Bylaws.

## **ARTICLE VII. INSURANCE AND INDEMNIFICATION**

### **Section A. Indemnity and Defense**

1. The JCC shall indemnify, defend and hold harmless (collectively “Indemnification”) any Trustee, Officer, Sisterhood or Men’s Club President or officer, or Committee Chair who is a party, or is threatened to be made a party, to any action at law, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action brought by the JCC for breach of duty) by reason of the fact that person is or was Trustee, Officer, Sisterhood or Men’s Club President or officer, or Committee Chair, to the fullest extent permitted by applicable law, provided that the indemnified party



was acting in good faith and in accordance with the Bylaws and without the intent to act unlawfully.

2. The Board shall have the discretion to determine whether indemnity is appropriate in any circumstance and shall be empowered to indemnify any person to the fullest extent permitted by law, as the Board may determine.
3. Indemnification shall include attorneys' fees, court costs and such other expenses as may be incurred by the indemnified person.

Section B. Liability and Business Insurance.

1. The Board shall obtain and maintain directors and officers' liability insurance with a reputable company for all such persons described in Section A.1. above and with such terms as the Board deems prudent.
2. The Board also shall obtain and maintain all insurance ordinary and necessary for the operation of the JCC including, but not limited to, coverage for personal injury, building liability, and premises insurance which fully insures the JCC building for its replacement value and its contents. This includes fire, comprehensive and all-risk insurance as well as flood insurance (as applicable), worker's compensation insurance for JCC employees, and coverage providing indemnification as set forth in Section A above.

**ARTICLE VIII. AMENDMENTS AND BY LAWS**

Section A. Constitution.

1. This Constitution may be amended by the following procedure: A vote in favor of such amendment by a two-thirds majority of the members of the Board PLUS a vote in favor by a two-thirds plus one vote of attendees at the next Congregational meeting.
2. Fifteen (15) days prior to the Congregational meeting, congregants must be provided with a copy of the proposed amendment and notice of the meeting.
3. Only members in good standing may vote on the proposed amendment.

Section B. Bylaws. Bylaws and amendments thereto shall be approved by a two-thirds

majority of the Board members. A Bylaw or amendment to a Bylaw may not be voted on at the meeting where it is first introduced but must be introduced again at the next or a subsequent meeting, as determined by the President, for voting.

#### **ARTICLE IX. DISPOSITION OF ASSETS**

In the event of the dissolution of the Jewish Community Center of Long Beach Island, all net assets (after distribution to all lenders and other designees) belonging to the JCC of LBI will be given or sold to other non-profit organizations, preferably those of a Jewish nature.

#### **ARTICLE X. INTERPRETATION**

Headings and titles are used herein for convenience and shall not be used in interpreting this Constitution or any part thereof.

This Constitution shall replace and supersede the previous Constitution dated August 13, 2006 and the only amendment thereto dated August 7, 2016, and all the current Bylaws except Bylaw 1 which shall remain effective. Approved by the Board, June 26, 2018, and by the Congregation at its annual meeting, August 12, 2018.